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DEC 23 1991 - 9 10 AM 1-357A002

December 23, 1991 INTERSTATE COMMERCE COMMISSION

Recordation No. 10510

\$16.00 filing fee

Dear Mr. Strickland:

On behalf of General Electric Capital Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Termination of Lease ("Termination").

The executing party of the enclosed Termination is:

Federal Deposit Insurance Corporation

(As Receiver for New Bank of New England, N.A.

who was assignee of the Lease being terminated

among other things, from NEMLC Leasing Associates

No. 1)

124 Grove Street

P. O. Box 9104

Franklin, Massachusetts 02038

The said Termination, terminates and cancels of record that certain Railcar Operating Lease Agreement, dated as of October 23, 1987, and recorded with the Interstate Commerce Commission ("ICC") on February 10, 1988, under Recordation No. 10510-G, as amended by that certain First Amendment to Railcar Operating Lease Agreement, entered into October 31, 1989, and recorded with the ICC on December 26, 1989, under Recordation No. 10510-J, and should be recorded under the next available letter under Recordation No. 10510 which we believe will be -M.

The equipment covered by the Termination are all units identified in the afore-said Railcar Operating Lease Agreement recorded under Recordation No. 10510-G, as amended under Recordation No. 10510-J.

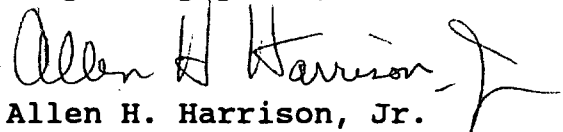
A short summary of the Termination to appear in the ICC Index is as follows:

"Complete termination of Lease under 10510-G as amended under 10510-J."

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.
Attorney for General Electric
Capital Corporation for the
purposes of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20231

Enclosures

AHH/iw

BY HAND

10510-G
DEC 23 1991 -9 12 AM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of December 19, 1991 by Federal Deposit Insurance Corporation ("FDIC"), as Receiver for New Bank of New England, N.A. ("New Bank"), Assignee of NEMLC Leasing Associates No. 1, a Massachusetts limited partnership ("NEMLC No. 1").

WITNESSETH:

WHEREAS, NEMLC No. 1 did, as Lessor, enter into that certain Railcar Operating Lease Agreement ("Lease"), dated as of October 23, 1987, with Cedar Valley Railroad Company, as Lessee, recorded with the Interstate Commerce Commission ("ICC") on February 10, 1988 under Recordation No. 10510-G; and as amended by that certain First Amendment to Railcar Operating Lease Agreement, entered into October 31, 1989, as recorded with the ICC on December 26, 1989, under Recordation No. 10510-J; and

WHEREAS, pursuant to that certain unrecorded Assignment and Assumption Agreement, dated as of July 12, 1991, NEMLC No. 1 assigned to New Bank all of its right, title and interest in, to and under the Lease; and

WHEREAS, the Comptroller of the Currency appointed, effective July 13, 1991, FDIC as Receiver of New Bank; and

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged; and

WHEREAS, the term of the said Lease has run, has not been renewed, and has therefore expired;

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate of record the said Lease in the files of the ICC, FDIC hereby terminates and cancels in toto the Lease, effective NUNC PRO TUNC to the termination date set forth by the terms of the Lease and in all events as of the date hereinabove first written.

10510-M

- 2 -

IN WITNESS WHEREOF, FDIC has caused this Termination of Lease to be executed in its name, by an officer thereof duly authorized, all as of the date hereinabove first written.

FEDERAL DEPOSIT INSURANCE
CORPORATION, as Receiver for
NEW BANK OF NEW ENGLAND, N.A.,
Assignee of NEMLC LEASING
ASSOCIATES NO. 1

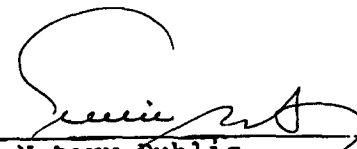
By: Bret Edwards
Name: BRET EDWARDS
Title: SENIOR LIQUIDATION SPECIALIST
Date: DECEMBER 17, 1991

10510-M

STATE OF California }
COUNTY OF SAN FRANCISCO } ss:

On the 17th day of December 1991, before me personally appeared the within named BRET D EDWARDS, to me personally known, who, being by me duly sworn, says that he/she is A SENIOR LIQUIDATION SPECIALIST of Federal Deposit Insurance Corporation, that he/she is duly authorized to execute the foregoing instrument on behalf of Federal Deposit Insurance Corporation and that the said instrument was signed on behalf of the said Corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Corporation.




Notary Public

[Notary Seal]

My Commission expires 08-07-91.